

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

GARY KOOPMANN, TIMOTHY KIDD and :  
VICTOR PIRNIK, Individually and on Behalf of : No. 15 Civ. 7199 (JMF)  
All Others Similarly Situated, :  
 :  
 :  
Plaintiffs, :  
 :  
 :  
v. :  
 :  
 :  
FIAT CHRYSLER AUTOMOBILES N.V., FCA :  
US, LLC, ROLAND ISELI AND :  
ALESSANDRO BALDI, AS CO-EXECUTORS :  
FOR THE ESTATE OF SERGIO :  
MARCHIONNE, SCOTT KUNSELMAN, :  
MICHAEL DAHL, STEVE MAZURE, and :  
ROBERT E. LEE, :  
 :  
 :  
Defendants. :

## DECLARATION OF RICHARD PALMER

I, Richard Palmer, hereby declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the following is true and correct:

1. I am Chief Financial Officer (“CFO”) at Fiat Chrysler Automobiles N.V. (“FCA NV”; together with its subsidiaries, “FCA”). Among other things, I am responsible for assisting the Chief Executive Officer on strategic and tactical matters as they relate to financial planning, management of financial risks, recordkeeping, and financial reporting. In addition, I am responsible under the Sarbanes-Oxley Act for establishing and maintaining disclosure controls, and certifying that these controls are functioning and timely providing me with material information required for public disclosure.

2. From 2009 to 2017, I was CFO of FCA US LLC (“FCA US,” formerly Chrysler Group LLC), which is now a subsidiary of FCA NV. In FCA US’s Consolidated Audited Financial Statements prepared in accordance with U.S. GAAP for the period ended

December 31, 2015, FCA US reported revenues, net of \$88,584 million and total assets of \$48,069 million, for the twelve months ending December 31, 2015.

3. From April 2014 to the present, I have been a member of FCA NV's Disclosure Committee. The Disclosure Committee was, and is, composed of senior representatives from various departments who review, prior to filing, documents that FCA NV is required to file with the U.S. Securities and Exchange Commission ("SEC"). The Disclosure Committee's principal role was, and is, to review FCA NV's annual reports, registration statements, and other information filed with regulators, to ensure that public disclosures are materially accurate and complete, and fairly present FCA NV's financial condition and results of operations in all material respects.

4. As CFO, I reviewed certain portions, including the "Business Overview" section, of the following documents before FCA NV filed them with the SEC: (i) Amendment No. 1 to Form F-1 (Form F-1/A) (November 13, 2014); (ii) Amendment No. 2 to Form F-1 (Form F-1/A) (November 26, 2014); (iii) Annual Report (Form 20-F) (March 5, 2015); (iv) Registration Statement (Form F-4) (May 19, 2015); (v) Prospectus (Form 424b3) (June 17, 2015); (vi) Report of Private Issuer, appending the Semi-Annual Report (Form 6-K) (August 6, 2015); and (vii) Annual Report (Form 20-F) (February 29, 2016). As CFO of FCA NV, I also signed each of these statements, except for the June 17, 2015 Form 424b3, which is unsigned.

5. The "Business Overview" section in the SEC Filings that I reviewed included the following statement (the "Statement"): "We [FCA] are substantially in compliance with the relevant global regulatory requirements affecting our facilities and products. We constantly monitor such requirements and adjust our operations to remain in compliance." The

Statement appears explicitly in each of the SEC Filings, except for the August 6, 2015 6-K, which incorporated the Statement by reference.

6. I understood when I reviewed the Statement that it meant that while FCA may not have been in compliance with each and every of the many regulations to which it is subject around the globe, it was substantially in compliance with those regulations as an overall whole.

Location: Auburn Hills, MI  
Dated: Dec. 11, 2018

  

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Richard Palmer